

RECORDATION NO. 29333-A FILED

MAY 09 '12 -3 20 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

May 6, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Re: Amendment to Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease, dated April 4, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 29333.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Texas South-Eastern Railroad Company
515 Pine Valley Road
Diboll, TX 75941

A description of the railroad equipment covered by the enclosed document is for one additional car marked NDYX 878033 which has been added to Exhibit A (see Exhibit A for a list of all car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(TSE001/A)

ASSGN. NO.: TSE001/001A

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AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of April, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Texas South-Eastern Railroad Company ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 1 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on June 30, 2010 at 4:12 p.m. as primary Recordation Number 29333.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) Exhibit A to such Memorandum is amended as follows:

1) One additional car is added to Exhibit A; NDYX 878033

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulska
Name: SUSAN GROKULSKA
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

[CORPORATE SEAL]

By: Richard E. Seymour
Name: RICHARD E. SEYMOUR
Title: VICE PRESIDENT, SALES & MARKETING
Executed on this 4th day of April, 2011.

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the State and County aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 19th day of April, 2011.

My Commission Expires:

6-2012
(Notary Public)

Georgia Freiburger
Notary Public



LESSEE:

TEXAS SOUTH-EASTERN RAILROAD COMPANY

ATTEST:

By: B. Lovick

Name: Bill Lovick

By: Sandra R. Carlisle

Title: VP, TSE

Name: SANDRA R. CARLISLE

Title: PROD. COORDINATOR-Gypsum

Executed on this 4th day of April, 2011.

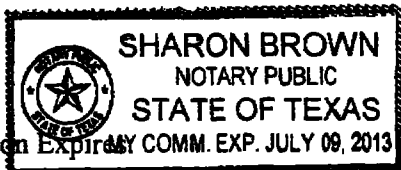
[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF ANGELINA

I, Sharon Brown, a Notary Public of the County and State aforesaid, certify that Bill Lovick personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of April, 2011.



Sharon Brown
Notary Public

Commission Expires JULY 09, 2013

7-9-13

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS: NDYX 878007
NDYX 878020
NDYX 878033
NDYX 878086
NDYX 878092